

September 04, 2025

The Secretary
BSE Limited
Pheeroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001
Scrip Code: 531595

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No.- 'C' Block, G Block
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400 051
Scrip Code: CGCL

Sub: Annual Report for the financial year 2024-25 including Notice of the 31st Annual General Meeting pursuant to Regulation 30, 34, 50 & 53 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir / Madam,

Please refer to our letter dated August 11, 2025, intimating that the 31st Annual General Meeting of the Company will be held on **Friday, September 26, 2025, at 4:00 P.M** through Video Conferencing / Other Audio-Visual Means facility (“VC/OAVM”).

Pursuant to Regulation 30, 34, 50 & 53 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report for the Financial Year 2024-25 along with the Notice of 31st AGM of the Company.

The aforesaid documents can be downloaded from the Company’s website at:

Name of the report	Website link
Notice of 31 st AGM	https://capriloans.in/Notice-of-31st-AGM
Annual Report 2024-25	https://capriloans.in/Annual-Report-2024---2025

The aforesaid documents are being mailed electronically to those Members and holders of Non-Convertible Debentures (“NCD holders”) whose email IDs are registered with the Company/MUFG Intime India Private Limited (Registrar and Transfer Agent of the Company) or the Depositories and the physical copies of the same will be provided to the Members and NCD holders on request.

Further, in compliance with Regulation 36(1)(b) of the SEBI Listing Regulations, please find enclosed copy of the letter being sent to Members whose e-mail id are not registered with the Company/the Registrar & Share Transfer Agent/the Depository Participant(s) providing the weblink where the Annual Report for the Financial Year 2024-25 and the Notice of the 31st Annual General Meeting can be accessed on the Company’s website.

The information is also uploaded on the Company’s website at www.capriloans.in.

You are requested to kindly take same on record.

Thanking you,

Yours faithfully,
for **Capri Global Capital Limited**



Yashesh Bhatt
Company Secretary
Membership No.: A20491



Capri Global Capital Limited

(CIN: L65921MH1994PLC173469)

502, Tower - A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra - 400013

+9122 4088 8100/4354 8200 | contact@capriglobal.in | www.capriloans.in

CAPRI GLOBAL CAPITAL LIMITED

(CIN: L65921MH1994PLC173469)

Registered Office: 502, Tower A, Peninsula Business Park,
Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra (India)
Email: secretarial@capriglobal.in, Website: www.capriloads.in
Tel. No.: +91-22-40888100 Fax No.: +91-22-40888160

NOTICE OF THE 31ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting ("31st AGM") of Capri Global Capital Limited will be held on **Friday, September 26, 2025, at 4:00 P.M (IST)** through Video Conferencing / Other Audio-Visual Means ("VC"/"OAVM") Facility to transact the following business(es):

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, including Balance Sheet as at March 31, 2025, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Report of the Board of Directors and Auditors thereon;

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, the Profit and Loss Account and Cash Flow Statement for the year ended on that date and the Report of the Board of Directors and Auditors thereon of the Company, as circulated to the Members, be and are hereby received, considered and adopted."

- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, including Balance Sheet as at March 31, 2025, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Report of the Auditors thereon.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, the Profit and Loss Account and Cash Flow Statement for the year ended on that date and the Report of the Auditors thereon as circulated to the Members, be and are hereby received, considered and adopted."

2. To declare Dividend on Equity Shares of the Company for the Financial Year 2024-25.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Final Dividend of ₹0.20 per Equity Share of Face value of ₹1 each for the financial year ended March 31, 2025, on the total Subscribed and Paid-up Capital of 96,16,35,122 Equity Shares, as recommended by the Board of Directors of the Company, be and is hereby declared and that the said dividend be distributed out of the profits of the Company for the year ended March 31, 2025, to those Members holding shares in physical form as on the Record date, and in respect of shares held in electronic form to those Members whose names appear as beneficial owners as on the Record date, as per the details provided by the Depositories."

3. To appoint a Director in place of Mr. Rajesh Sharma (DIN: 00020037), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Rajesh Sharma (DIN: 00020037) who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

4. To consider and approve the appointment of M/s Singhi & Co, Chartered Accountants, as Joint Statutory Auditors of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, the Circular No. RBI/2021-22/25-Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, issued by the Reserve Bank

of India on Guidelines for Appointment of Statutory Auditors of NBFCs ("RBI Circular"), including any statutory amendment(s) modification(s) thereto or re-enactment(s) thereof, for the time being in force and any other applicable laws, and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for appointment of M/s Singhi & Co, Chartered Accountants (ICAI Firm Registration Number: 302049E), who have confirmed their eligibility as per Section 141 of the Act, applicable rules and RBI Circular, as the Joint Statutory Auditors of the Company to hold office for a term of 3 (three) consecutive years from the conclusion of Thirty First Annual General Meeting ("AGM") till the conclusion of Thirty Fourth AGM of the Company;

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof), be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditor and to do all other acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

SPECIAL BUSINESS:

5. Borrowing in excess of Paid-up Capital & Free reserves of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT in supersession of the resolution passed by the shareholders at the 30th Annual General Meeting of the Company held on September 19, 2024 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 ('the Act'), or any statutory modification or re-enactment thereof, the Board of Directors of the Company (hereinafter referred to as the "Board" and shall include duly constituted Committee(s) thereof, to exercise powers conferred by this resolution) be and is hereby authorised to borrow from time to time as it may think fit, by way of loans or any other financial facilities from, or issue of bonds, debentures or other securities whether convertible into equity/ preference shares and/or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity/ preference shares to, bank(s), financial or other institution(s), mutual fund(s), non-resident Indians, foreign institutional investors or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not, whether unsecured or secured and on such terms and conditions as the Board may deem fit, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of

the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of ₹25,000 Crores (Rupees Twenty-Five Thousand Crores);

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to arrange or fix the terms and conditions of all such borrowings, from time to time, viz. terms as to interest, repayment, security or otherwise as it may deem fit and to do all such acts, deeds, matters and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Company, to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

6. Mortgage / Create charge on the assets of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT in supersession of the resolution passed by the shareholders at the 30th Annual General Meeting of the Company held on September 19, 2024 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act 2013 ("the Act"), or any statutory modification or re-enactment thereof, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee thereof as may be authorized by the Board of Directors for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, the movable and/or immovable properties of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial/investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the debentures, loans or finance and other credit facilities availed by the Company up to a sum not exceeding ₹25,000 Crores (Rupees Twenty-Five Thousand Crores);

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof as may be authorized by the Board of Directors be and is hereby authorized to finalise the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such of the immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board of Directors for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution."

7. To consider Conversion of Loan into Equity

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT in supersession of the resolution passed by the shareholders at the 30th Annual General Meeting of the Company held on September 19, 2024 and pursuant to section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable Rules made there under ("Act") and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, ('SEBI ICDR Regulation'), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Foreign Exchange Management Act, 1999, ('FEMA') as amended and rules and regulations framed there under as in force and in accordance with other applicable policies, rules, regulation, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities Exchange Board of India ('SEBI'), the Reserve Bank of India ('RBI'), the Registrar of Companies ('ROC') and the Stock Exchange where the shares of the Company are listed ('Stock Exchange') and subject to requisite approvals, consents, permissions, and/or sanctions, from RBI, SEBI, Stock Exchange and any other appropriate authorities to the extent applicable and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permission, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board, in respect of financial assistance availed and/or to be availed and/or continued to be availed from various banks and financial institutions (hereinafter collectively referred to as the "Lenders") on the terms and conditions contained in the financing documents, such terms and conditions to provide, inter alia, to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), with various Lenders, at the option of the Lenders, the loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistance"), in Foreign Currency or Indian

Rupees, which have already been availed or as may be availed from the Lenders, from time to time, not exceeding ₹25,000 Crores (Rupees Twenty-Five Thousand Crores) and consistent with the borrowing powers of the Company under Section 180(1)(c) of the Act, into fully paid-up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to the provisions of the applicable laws and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the "Notice of Conversion") and specifically in accordance with the conditions given below:

- i. the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistance;
- ii. on receipt of the notice of conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders may accept the same in complete satisfaction of the part of the loans so converted;
- iii. the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced, upon such conversion, the repayment installments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company;
- iv. in the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders or such other person identified by the Lenders and for the said purpose, the Company shall take all such steps as may be necessary to the satisfaction of the Lenders or such other person identified by the Lenders, to ensure that the equity shares are listed as required by the Lenders or such other person identified by the Lenders;
- v. the loans shall be converted into equity shares at a price to be determined in accordance with the SEBI ICDR Regulation, Listing Regulations, FEMA, RBI and/or all other regulations/ guidelines, at the time of such conversion;

RESOLVED FURTHER THAT the equity shares to be allotted and issued to such Lenders pursuant to its exercising the right of conversion shall rank pari passu in all respects with the then existing equity shares in the Company and be listed on the stock exchange(s) where the existing shares of the Company are listed;

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions to convert the Financial Assistance into equity shares of the Company, anytime during the currency of the Financial Assistance, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements with the Lenders;

RESOLVED FURTHER THAT on receipt of the notice of conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders, or such other person identified by the Lenders;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such an option and to do all such acts and things as may be necessary to give effect to this resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolutions, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board and its Committee in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

8. Raising of funds through the issuance of securities

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013, ("Companies Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Issue of Global Depository Receipts) Rules, 2014, and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), as amended, the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the Foreign Exchange Management (Transfer or Issue of Foreign Security) Regulations, 2004, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, as amended, the current Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("GOI") and amended from time to time, the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the GOI, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the uniform listing agreement entered into by the Company with the stock exchanges on which the equity shares having face value of ₹ 1/- each of the Company ("Equity Shares") are listed, and subject to other applicable rules, regulations and guidelines issued by Ministry of Corporate Affairs ("MCA"), the Registrar of Companies, Maharashtra at Mumbai, Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), GOI, BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") and/or any other competent authorities, whether in India or abroad (herein referred to as "Applicable Regulatory Authorities"), from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions, which may be agreed to by the Board of Directors ("Board", which term shall include any committee thereof which the

Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) and in accordance with and subject to the provisions of the Memorandum of Association and the Articles of Association of the Company, consent, authority and approval of the members of the Company be and is hereby accorded to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), with or without green shoe option, such number of Equity Shares, and/or Equity Shares through depository receipts, and/or securities convertible into Equity Shares at the option of the Company and/or the holders of such securities, and/or securities linked to Equity Shares, and/or any instrument or securities representing Equity Shares and/or convertible securities linked to Equity Shares and/or debt securities, Non-convertible Bonds, Debentures (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities in one or more tranches, whether Rupee denominated or denominated in one or more foreign currency(ies), in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, through public issue or private placement offerings and/or a preferential issue and/or qualified institutions placement or any combination thereof, through issue of placement document or other permissible/requisite offer document to any eligible person, including qualified institutional buyers in accordance with Chapter VI of the SEBI ICDR Regulations, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding ₹2,000 Crores (Rupees Two Thousand Crores only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) by offering the Securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) as the Board in its absolute discretion may deem fit and appropriate;

RESOLVED FURTHER THAT if any issue of Securities is made by way of a qualified institutions placement ("QIP") in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations):

- a) the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within 12 months from the date of passing of the special resolution by the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time;
- b) the Equity Shares issued shall rank pari passu in all respects including entitlement to dividend with the existing Equity Shares of the Company as may be provided under the terms of issue and in accordance with the placement document(s);
- c) the Eligible Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;
- d) the total amount raised in such manner through the QIP, together with other QIP(s) made in the same financial year, if any, shall not, exceed the extent regulatory limit, as per the audited balance sheet of the previous financial year;
- e) the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;
- f) in the event the convertible securities are issued to qualified institutional buyers under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;

the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations;

RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- b) in the event the Company is making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, if and as required, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made;

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution the Equity Shares that may be issued by the Company (including issuance of the Equity Shares pursuant to conversion of any Securities, as the case may be in accordance with the terms of the offering) shall rank pari passu with the existing Equity Shares of the Company in all respects;

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as American Depositary Receipts ("ADRs") or Global Depositary Receipts ("GDRs"), the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depositary Receipt Scheme, 2014, and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (in each case including any statutory modifications, amendments or re-enactments thereof);

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or

combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed;

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize all the terms and conditions and the structure of the proposed Securities, take such steps and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities (including in relation to the issue of such Securities in one or more tranches from time to time) and the utilization of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter, information memorandum, draft prospectus, prospectus, the draft offer document, abridged prospectus, offer letter, offer document, offer circular or placement document for issue of the Securities, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) (the "Transaction Documents") (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the "Ancillary Documents") as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem

necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith;

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint lead managers, underwriters, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies as are or may be required to be appointed, involved or concerned in the issue and allotment of securities and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or Officer(s) of the Company in such manner as it may deem fit in its absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purpose of the issue and allotment of securities and settle any questions or difficulties that may arise in connection with the aforesaid resolutions."

9. To consider and approve the appointment of Secretarial Auditor of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 24A and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Regulations") read with SEBI Circular No. SEBI/

HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, (including any statutory modification(s), re-enactment thereof for the time being in force) and circulars issued thereunder from time to time, and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for appointment of M/s Sandeep P Parekh & Co, Company Secretaries (Membership No: 7118, COP No.: 7693 & Peer Reviewed Firm No: 879/2020), in Whole-time Practice, who have confirmed their eligibility as per SEBI Regulations, as the Secretarial Auditor of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of Thirty First Annual General Meeting ("AGM") till the conclusion of Thirty Sixth AGM of the Company, to conduct secretarial audit of the Company from financial year 2025-26 to financial year 2029-30;

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof), be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Secretarial Auditor and to do all other acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

By Order of the Board of Directors
For **Capri Global Capital Limited**

Yashesh Bhatt
Company Secretary
Membership No. ACS 20491

Registered Office:

502, Tower A, Peninsula Business Park,
Senapati Bapat Marg, Lower Parel,
Mumbai 400 013
Place: Mumbai
Date: August 1, 2025

Notes:

1. In view of General Circular Nos. 14/2020, 17/2020, 18/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, April 21, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023, and September 19, 2024, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 31st Annual General Meeting (AGM) of the Company is being conducted through Video Conferencing / Other Audio Visual Means (VC/OAVM) Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 31st AGM shall be the Registered Office of the Company.

In accordance with the Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards-1 and 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business is annexed hereto and forms part of the Notice. Information under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and as required under Secretarial Standard 2, pursuant to Section 118(10) of the Act, issued by the Institute of Company Secretaries of India, relating to Directors proposed to be re-appointed, is provided in Annexure I to this Notice.

Further additional information with respect to Ordinary Business set out in Item No. 4 is also annexed hereto.

3. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 5 to 9 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly and in furtherance to proviso to Regulation 44(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ("Listing Regulations"), the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip, and route map of AGM are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 31st AGM through VC/OAVM Facility and e-Voting during the 31st AGM.

5. The Members may join the 31st AGM through VC/OAVM Facility by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM shall be kept open for the Members from 3.45 P.M. IST i.e. 15 (fifteen) minutes before the scheduled commencement time of the 31st AGM and the Company may close the window to join the VC/OAVM Facility 15 (fifteen) minutes after the scheduled time of commencement of the 31st AGM. Members may note that the VC/OAVM Facility allows participation of 1,000 Members on a 'first come first served' basis. The large Shareholders (i.e. shareholders holding 2% or more), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. can attend the 31st AGM without any restriction on account of 'first come first served' basis. Pursuant to Regulation 44(6) of Listing Regulations, the Company is also providing a live webcast of the proceedings of the AGM.
6. The attendance of the Members participating in the 31st AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. September 19, 2025. A person who is not a member as on the cut-off date should treat this Notice for Information purposes only.
8. Pursuant to the Circulars issued by the MCA and SEBI, the Financial Statements (including Board's Report, Auditor's Report and other documents required to be attached therewith) ("Annual Report") for the financial year ended March 31, 2025 ("FY2025") pursuant to Section 136 of the Act and the Notice of the 31st AGM ("AGM Notice") pursuant to Section 101 of the Act read with the Rules framed thereunder, inter-alia, indicating the process and manner of e-voting is being sent only by E-mail, to all the Members whose E-mail IDs are registered with the Company/ Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled. Further, in compliance with the Regulation 36(b) of Listing Regulations, a letter providing the web-link, including the exact path, where complete details of the Annual Report are available to those shareholder(s) who have not so registered their E-mail address with the Company.

Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the MCA Circulars and SEBI Circular, the Annual Report including Notice of the 31st AGM of the Company will also be available on the website of the Company at www.capriloans.in. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of National Securities Depository Limited (NSDL) (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone /mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
 - a. For shares held in electronic form: to their Depository Participants (DPs).
 - b. For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/ HO/ MIRSD/ MIRSD_RTAMB/ P/CIR/2021/655 dated November 3, 2021 and the Master Circular No. SEBI/HO/MIRSD/MIRSD PoD/P/CIR/2025/91 dated June 23, 2025.
10. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their de-mat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent.
11. All documents referred to in the accompanying Notice and the Explanatory Statement are available on the website of the Company at www.capriloans.in for inspection by the Members up to the date of 31st AGM.

During the 31st AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act, if any and Certificate from Secretarial Auditors of the Company certifying that Company's Employee Stock Options Schemes being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and in accordance with the resolution of the Members of the Company which will be available on website of the Company.

12. The Company has designated an Email ID "secretarial@capriglobal.in" for redressal of Members complaints/ grievances. For any investor related queries, you are requested to please write to us at the above Email ID.

13. Members are requested to note that, dividend if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares, in respect of which the dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to an unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
14. Members who wish to obtain any information on the Company or view the financial statements for the financial year ended March 31, 2025, may visit the Company's website at www.capriloans.in or send their queries at "secretarial@capriglobal.in" at least Ten (10) days before the date of 31st AGM. The same will be suitably replied by/ on behalf of the Company.
15. In terms of the applicable provisions of the Act and Rules thereto, the Company has obtained e-mail addresses of its Members and have given an advance opportunity to every Member to register their e-mail address and changes therein from time to time with the Company for service of communications/ documents (including Notice of General Meetings, Audited Financial Statements, Directors' Report, Auditors' Report and all other documents) through electronic mode.
16. In case of joint holders attending the 31st AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
17. Securities of listed companies would be transferred only in dematerialised form w.e.f. April 1, 2019. In view of the same, Members holding shares in physical form are requested to convert their holdings to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company's RTA for assistance in this regard.
18. Voting

In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members the facility to cast their votes either for or against each resolutions set forth in the Notice of the 31st AGM using electronic voting system ('remote e-voting') and e-voting (during the 31st AGM), provided by National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency and the business may be transacted through such voting.

Only those Members who will be present in the 31st AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the 31st AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Tuesday, September 23, 2025, at 10:00 A.M. and ends on Thursday, September 25, 2025, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on cut-off date, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being Friday, September 19, 2025.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/ RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and

password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call at 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:




Step 1: Access to NSDL e-Voting system

A) Login method for remote e-Voting for Individual shareholders holding securities in de-mat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in de-mat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

Type of shareholders	Login Method
	<p>After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also a link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in de-mat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is (*****) then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your de-mat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow the steps mentioned below in process for those **shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your de-mat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your de-mat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, the Home page of e-Voting will open.

Step 2: Cast your vote electronically and join the General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join the General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Corporate/ Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dinesh.deora@yahoo.com with a copy marked to evoting@nsdl.com. Corporate/ Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting

user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 send a request to Sagar S. Gudhate, Senior Manager at evoting@nsdl.com.

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@capriglobal.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@capriglobal.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING 31ST AGM:

Shareholders/ Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at "secretarial@capriglobal.in" from Friday, September 19, 2025, 10:00 A.M. to Tuesday, September 23, 2025, 4:00 P.M.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name, demat account number/folio number, e-mail id, mobile number at "secretarial@capriglobal.in." The same will be suitably replied by the company.

Notes:

Only those shareholders/members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 31st AGM.

Shareholders/ Members should be allowed to use a camera and are required to use the Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

19. Mr. Dinesh Kumar Deora, Practicing Company Secretaries (COP No: 4119) has been appointed as the Scrutinizer

for providing facility to the Members of the Company to scrutinize the remote e-voting process as well as e-voting during the 31st AGM, in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the 31st AGM, first count the votes cast during the 31st AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of the conclusion of the 31st AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson/Company Secretary or a person authorised by him in writing, who shall countersign the same. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.capri loans.in. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 31st AGM.

20. Dividend

1. The Board of Directors has recommended a Final Dividend of ₹0.20 (20%) per Equity Share of ₹1 each for the year ended March 31, 2025, that is proposed to be paid on and from September 30, 2025, subject to the approval of the shareholders at the 31st AGM. Pursuant to the provisions of Section 123 of the Companies Act, 2013, the payment of final dividend on equity shares, upon declaration by the shareholders at the 31st AGM, will be made on or after September 30, 2025, as under:

- a) to all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) at the closure of business hours on September 11, 2025, "Record Date" and
- b) to all those shareholders holding shares in physical form after giving effect to all valid request(s) received for transmission/transposition of shares and lodged with the Company or RTA on or before Record Date.

2. Payment of Dividend through electronic means

- a) The Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFSC Code), along with their Folio Number, to the Company or RTA. Members holding

shares in dematerialized form are requested to provide the said details to their respective Depository Participants.

- (b) In line with the Circulars issued by the MCA, in case the Company is unable to pay the dividend to any shareholder by electronic mode, due to non-availability of their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFSC Code), the Company shall dispatch the dividend warrant/ cheque to such shareholder by post.
- (c) Members holding shares in dematerialized form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company/ Registrar and Share Transfer Agent cannot act on any request received directly from the Members holding shares in dematerialized form for any change of bank particulars or bank mandates. Such changes are to be informed only to the Depository Participant of the Shareholders.
- (d) Members may note that as per the Income Tax Act, 1961, dividends paid or distributed by a company, shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source at the time of making the payment of the dividend, if declared by the Shareholders of the Company on the Equity Shares at this Annual General Meeting.

Below is the brief of the applicable provisions for Tax Deduction at Source ("TDS") under the Income Tax Act, 1961 for Resident and Non-Resident shareholders:

I. Resident Shareholders:

Tax is required to be deducted at source under Section 194 of the Income Tax Act, 1961, at 10% on the amount of dividend where shareholders have registered their valid Permanent Account Number (PAN). In case, shareholders do not have PAN / have not registered their valid PAN details in their account, PAN is inoperative (PAN-Aadhar not linked), TDS at the rate of 20% (plus applicable surcharge and cess) shall be deducted under Section 206AA of Income Tax Act, 1961.

Further, Tax will not be deducted in case of:

- a. Resident Individuals: No tax shall be deducted on the dividend payable to resident individuals if –
 - Total dividend amount to be received by them during the Financial Year 2024-25 does not exceed ₹10,000; or

- The shareholder provides Form 15G (applicable to any person other than a company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years), provided that all the required eligibility conditions are met.

- b. Resident Non-Individuals: No tax shall be deducted on the dividend payable to the following resident non-individuals, if they provide the desired details and documents:

- Insurance Companies: Self declaration that it has full beneficial interest with respect to the equity shares owned by it along with self-attested copy of PAN card.
- Mutual Funds: Self-declaration that they are specified in Section 10 (23D) of the Income Tax Act, 1961 along with self-attested copy of PAN card and registration certificate.
- Alternative Investment Fund (AIF): Self-declaration that its income is exempt under Section 10 (23FBA) of the Income Tax Act, 1961 and they are governed by SEBI regulations as Category I or Category II AIF along with self-attested copy of the PAN card and registration certificate.
- Other Non-Individual shareholders: Entities whose income is unconditionally exempt under section 10 of the Act and that are not statutorily required to file return of income, being exempted from TDS by the CBDT Circular No. 18 of 2017, are required to provide self-attested valid documentary evidence (like approval granted by Income Tax Officer / Commissioner, relevant copy of registration, etc.)

- c. In case, shareholders (both in Non-resident Shareholders: individuals or non-individuals) provide certificate under Section 197 of the Income Tax Act, 1961, for lower / NIL withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the certificate.

II. Non-resident Shareholders:

- a) Taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961, as per the rates as applicable. As per the relevant provisions of the Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them.

- b) In case, non-resident shareholders provide a certificate issued under Section 197/195 of the Income Tax Act, 1961, for lower/ Nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the certificate.
- c) Further, as per Section 90 of the Income Tax Act, 1961 the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e., to avail Tax Treaty benefits, the non-resident shareholders are required to provide the following:
- Self-attested copy of the PAN Card allotted by the Indian Income Tax authorities.
 - Self-attested copy of Tax Residency Certificate (TRC) (valid as on the date of AGM date for the year FY 2025-26 or the Calendar Year 2025) obtained from the tax authorities of the country of which the shareholder is a resident.
 - Electronic filing of Form 10F on the Income Tax portal in accordance with CBDT No. 03/2022 dated 16th July 2022. Please note that in absence of e-filed Form 10F shareholder will not be eligible for Treaty benefits.
 - Self-declaration by the non-resident shareholder of having no Permanent Establishment in India in accordance with the applicable Tax Treaty and Beneficial ownership of the shares (for the period April 2025 to March 2026) by the non-resident shareholder.

Kindly note that the Company is not obligated to apply beneficial tax treaty rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial rate of tax treaty for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.

- d) In case of Foreign Institutional Investors (FII) and Foreign Portfolio Investors (FPI), taxes shall be withheld at 20% plus applicable surcharge and cess in accordance with provisions of Section 196D of the Income Tax Act, 1961.

The aforementioned documents can be downloaded from MUFG Intime's website at <https://web.in.mpms.mufg.com/KYC/index.html> on general tab and are required to be uploaded on the MUFG Intime portal at <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> on or before Record Date, to enable the Company to determine the appropriate TDS/ withholding tax rate applicable. Incomplete and/or unsigned forms and declarations will not be considered by the Company. Any communication on the tax determination/ deduction received post Record Date, shall not be considered.

The Company will arrange to email a soft copy of the TDS Certificate to the shareholders registered email ID post payment of the said Final Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

21. Members holding shares in physical form are advised to furnish, on or before the Record Date, particulars of their bank account, if not done already or if it has changed, to the RTA/Company to incorporate the same in the dividend warrants/ payment instruments.
22. In respect of cases, where the payments to the shareholders holding shares in de-materialized form are made by dividend warrants/payment instruments, particulars of bank account registered with their Depository Participants would be considered by the RTA/Company for printing the same on the dividend warrants/payment instruments.

Section 72 of the Act provides for Nomination by the Members of the Company in the prescribed Form No. SH-13 for shares held in physical form. Blank forms can be requested from the Company's Registrar and Transfer Agent i.e. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited). Members holding shares in dematerialized form may contact their respective Depository Participants for recording of nomination. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website.

As required by Section 102 of the Companies Act, 2013 (the "Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4, 5, 6, 7, 8 & 9 of the accompanying Notice dated August 1, 2025.

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

ITEM NO.4 - To consider and approve the appointment of M/s Singhi & Co, Chartered Accountant as Joint Statutory Auditors of the Company.

Pursuant to RBI Circular DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 and the provisions of Section 139 of the Companies Act, 2013 ("the Act") and the rules framed thereunder, Members at the 30th Annual General Meeting (AGM) held on September 19, 2024, appointed M/s. MSKA & Associates, Chartered Accountants, (ICAI Firm Registration No. 105047W) as the Statutory Auditor of the Company for a period of 3 consecutive years from the Conclusion of 30th AGM till the conclusion of 33rd AGM.

The Key highlights of the circular inter-alia as applicable to NBFCs, were as follows:

- For NBFC's with asset size of ₹15,000 Crores and above as at the end of previous year, the statutory audit should be conducted under joint audit of a minimum of two audit firms;
- The term of Statutory Auditors should be for a maximum period of 3 consecutive years.

The Board of Directors of the Company ("the Board") at their meeting held on August 1, 2025, on the recommendation of the Audit Committee ("the Committee"), has recommended for the approval of the Members, appointment of Singhi & Co,

Chartered Accountants, (ICAI Firm Registration No. 302049E) as the Joint Statutory Auditor of the Company for a period of 3 consecutive years from the Conclusion of 31st AGM till the conclusion of 34th AGM.

M/s Singhi & Co, Chartered Accountants, recommended for the appointment of the Joint Statutory Auditor of the Company do not have any common partners and they are not under the same network of M/s. MSKA & Associates. Further the Board of Directors of the Company (including any Committee thereof), is authorised to finalise the work allocation amongst Joint Statutory Auditors of the Company, before the commencement of the statutory audit, in consultation with Statutory Auditors.

M/s Singhi & Co, Chartered Accountants, have conveyed their consent to act as the Joint Statutory Auditor of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139, 141, 142 and other applicable provisions, if any, of the Act and in compliance with the aforesaid RBI Circular. The Joint Statutory Auditor has confirmed that their appointment, if made, will be within the limit specified under Section 144 of the Act and RBI Guidelines. They have also confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and the Circulars thereunder.

Information pursuant to Regulation 36(5) of SEBI Listing Regulations, the following details are mentioned below for the information of Members:

Proposed audit fee payable to auditors	The fees proposed to be paid to M/s Singhi & Co, Chartered Accountants, towards joint statutory audit (excluding applicable taxes and reimbursements) for FY2026 shall be ₹40 lakhs with authority to the Board to make changes as it may deem fit for the balance term.
Terms of appointment	M/s Singhi & Co, Chartered Accountants, is proposed to be appointed as Joint Statutory Auditor for one term of three years i.e., from the conclusion of 31 st AGM till the conclusion of 34 th AGM.
Material change in fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Not applicable
Basis of recommendation and auditor credentials	The Audit Committee and the Board of Directors based on the credentials of the firm and partners, asset size of the Company and eligibility criteria prescribed under the Companies Act, 2013 and RBI Guidelines, recommends the appointment of M/s Singhi & Co, Chartered Accountants, as joint statutory auditors of the Company.

Profile:

M/s Singhi & Co, Chartered Accountants, is a reputed Chartered Accountancy firm in India, offering a comprehensive range of professional services including statutory audit, risk advisory, taxation, corporate finance and digital transformation solutions. With over 26 partners and a team of 600+ professionals operating across major cities such as Mumbai, Delhi-NCR, Bengaluru, Kolkata and Chennai, the firm serves a diverse clientele across various sectors. As the Indian member of the Moore Global Network, one of the world's leading accounting and advisory networks, Singhi & Co. blends deep local expertise with international standards to deliver quality-driven, insightful, and strategic solutions to businesses across India and beyond.

The Board recommends the ordinary resolution set out in Item No.4 of the notice of AGM for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company, including their relatives, are in any way interested or concerned, financially or otherwise in the resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 5 & 6

Pursuant to Section 180(1)(c) of the Companies Act, 2013 ("the Act") a Special Resolution was passed at the 30th Annual General Meeting (AGM) held on September 19, 2024, where the Shareholders of the Company authorised the Board of Directors of the Company to borrow moneys for the purpose of the Company's business in excess of the paid-up capital of the Company and its free reserves, provided the sum or sums so borrowed and remaining outstanding at any point of time not to exceed ₹15,000 Crores (Rupees Fifteen Thousand Crores).

Keeping in view of the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. The Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the money already borrowed by the Company may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence, it is proposed to increase the maximum borrowing limits up to ₹25,000 Crores (Rupees Twenty-Five Thousand Crores). Pursuant to Section 180(1)(c) of the Act, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting by a Special Resolution.

Accordingly, the consent of the Members is being sought for borrowings in excess of the paid-up capital and free reserves of the Company.

Further, pursuant to Section 180(1)(a) of the Act, a Special Resolution was passed at the 30th Annual General Meeting held on September 19, 2024, vide which the shareholders of the Company authorised the Board of Directors of the Company to create mortgage, charge on or hypothecate its property(ies), both movable and immovable, to secure borrowings up to

₹15,000 Crores (Rupees Fifteen Thousand Crores). In order to facilitate securing the enhanced borrowings of ₹25,000 Crores (Rupees Twenty-Five Thousand Crores) envisaged under Section 180(1)(c) of the Act, and contained in Item No.5 it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Act provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, subject to the approval of members in the general meeting. Creation of charge on the assets of the Company is construed as disposal of undertaking. The Board recommends the special resolutions set forth in Item No. 5 and 6 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way interested or concerned, financially or otherwise, in the resolutions except to the extent of their shareholding, if any, in the Company.

ITEM NO. 7

Pursuant to Section 62(3) of the Companies Act, 2013 ("the Act") a Special Resolution was passed at the 30th Annual General Meeting (AGM) of the Company held on September 19, 2024, where the Shareholders of the Company authorised the Board of Directors of the Company to convert the outstanding loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistance"), in foreign currency or Indian Rupee, already availed from the Lenders or as may be availed from the Lenders, from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board not exceeding ₹15,000 Crores (Rupees Fifteen Thousand Crores).

Further, pursuant to the provisions of Section 180(1)(c) of the Act, it is proposed to enhance the borrowing limit of the Company from erstwhile ₹15,000 Crores (Rupees Fifteen Thousand Crores) to ₹25,000 Crores (Rupees Twenty-Five Thousand Crores).

Accordingly, pursuant to the provisions of Section 62(3) of the Act and Rules made there-under, the Company is required to pass an enabling Special Resolution, in supersession of the earlier resolution passed at the AGM held on September 19, 2024, to enable the Lenders to convert the outstanding Financial Assistance, in foreign currency or Indian Rupee, already availed

from the Lenders or as may be availed from the Lenders, from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board, not exceeding ₹25,000 Crores (Rupees Twenty-Five Thousand Crores) and at a price to be determined in accordance with the applicable provisions of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Foreign Exchange Management Act, 1999, Reserve Bank of India and all other applicable regulations / guidelines, at the time of such conversion.

Pursuant to the provisions of Section 62(3) of the Act, this resolution requires approval of the members by way of passing of a Special Resolution.

Accordingly, the Board recommends the resolution as set out in Item No. 7 of the Notice, to enable the Lenders, in terms of the lending arrangements, entered / to be entered, and as may be specified by Lenders under the financing documents already executed or to be executed in respect of the Financial Assistance availed and/or to be availed and/or continued to be availed, at their option, to convert the whole or part of their respective outstanding Financial Assistance into equity shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board.

Since time is of essence for making the decisions regarding raising the financial assistance or agreeing to terms and conditions for raising the financial assistance (including option to convert loan into equity), especially keeping in view the interest of the Company, it may not be feasible for the Company to seek shareholders consent each and every time, in view of the timings and the expenses involved, hence, the Board proposes special resolution as set out in Item No. 7 of the Notice for approval of the Members.

None of the Directors / Key Managerial Personnel of the Company or their relatives are in anyway, concerned or interested, either directly or indirectly and financially or otherwise, in the special resolution, save and except to the extent of their respective interest as shareholders of the Company.

ITEM NO. 8

The Company is on the growth trajectory and has grown consistently over the last several years. To tap the market opportunity, in light of continued economic growth and the strong positioning of the Company, it is important that the Company has adequate capital to support its growth plans. As may be decided by the Board or its Committee from time to time, the Company may utilize the proceeds for: (a) making investments in subsidiaries, joint ventures or associates by way of equity, preference capital or debt; (b) repayment of debts; (c) to fund the growth of existing businesses; (d) to meet the working capital requirement; (e) to enter into new business ventures and making strategic acquisitions; (f) interim usage of the funds i.e. parking the funds by way of investment in mutual funds, government securities, money market, creditworthy instruments or fixed deposit with banks and financial institutions.

Pursuant to Section 62 of the Companies Act, 2013 and the listing requirements of the stock exchanges, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing shareholders in the manner prescribed in the said section unless the shareholders decide otherwise in a general meeting by way of a special resolution.

In order to enable the Company to access the capital market through a public issue or on a private placement basis, the approval of the Members is hereby sought for the proposal to create, offer, issue and allot, with or without a green shoe option, such number of equity shares of the Company of face value of ₹1/- (Rupee one) each (the "Equity Shares"), Global Depository Receipts, American Depository Receipts, Foreign Currency Convertible Bonds or any other financial instruments convertible into Equity Shares (including warrants, or otherwise) and/or any security convertible into Equity Shares and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares, Non-convertible Bonds, Debentures (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities in one or more tranches, to any categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the board of directors of the Company (the "Board", including its duly authorized committee thereof) in its discretion and permitted under applicable laws and regulations, for an aggregate amount up to ₹2,000 Crores (Rupees Two Thousand Crores) or equivalent thereof, in one or more foreign currency(ies).

As and when the Board takes a decision on raising of funds, basis the omnibus approval accorded by the members, appropriate disclosures will be made to the stock exchanges as per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the special resolution as set out in Item No. 8 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way interested or concerned, financially or otherwise, in the special resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 9

Pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 24A and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Regulations") every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor.

The Board of Directors of the Company ("the Board") at their meeting held on May 5, 2025, has recommended for the approval of the Members, appointment of M/s Sandeep P Parekh & Co., Company Secretaries (Membership No: 7118, COP No.: 7693 & Peer Reviewed Firm No.: 879/2020), as the Secretarial Auditor of the Company for a period of 5 consecutive years from the conclusion of 31st AGM till the conclusion of 36th AGM.

M/s Sandeep P Parekh & Co., Company Secretaries, have conveyed their consent to act as the Secretarial Auditor of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 24A and other applicable regulations, if any, of the SEBI Regulations and they are not disqualified to be appointed as Secretarial Auditors in terms of the provisions of Regulation 24A(1A) of SEBI Regulations.

Disclosures pursuant to Regulation 36(5) of SEBI Listing Regulations, the following details are mentioned below for the information of Members:

Proposed audit fee payable to auditors	The fees proposed to be paid to M/s Sandeep P Parekh & Co., Company Secretaries, towards Secretarial Audit (excluding applicable taxes and reimbursements) for FY2026 shall be ₹1,20,000/- with authority to the Board to make changes as it may deem fit for the balance term.
Terms of appointment	M/s Sandeep P Parekh & Co., Company Secretaries, is proposed to be appointed as Secretarial Auditors for one term of five years i.e. from the conclusion of 31 st AGM till the conclusion of 36 th AGM.
Material change in fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Not Applicable
Basis of recommendation and auditor credentials	The Board of Directors based on the credentials of the firm, its partners and their expertise in the Secretarial audit function of the BFSI sector have recommended appointment of the M/s Sandeep P Parekh & Co., Company Secretaries, as Secretarial Auditor of the Company.

The Board recommends the ordinary resolution set out in Item No.9 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company, including their relatives, are in any way interested or concerned, financially or otherwise in the resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors
For **Capri Global Capital Limited**

Yashesh Bhatt
Company Secretary
Membership No. ACS-20491

Registered Office:

502, Tower A, Peninsula Business Park,
Senapati Bapat Marg, Lower Parel,
Mumbai 400 013
Place: Mumbai
Date: August 1, 2025

Annexure - I to the Notice of 31st AGM

Details of Directors seeking re-appointment furnished pursuant to Section 152(6) of the Act, Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

Mr. Rajesh Sharma

Mr. Rajesh Sharma is a qualified Chartered Accountant. He is the Promoter and Managing Director of the Company with over two and a half decades of experience in capital market and financial advisory services.

Mr. Sharma has expertise in various aspects of corporate finance, investment banking, merchant banking and asset financing. He has successfully leveraged his expertise and experience to steer the Company's growth and played an instrumental role in making it one of the leading financial services players in India.

He is not related to any of the Directors and Key Managerial Personnel of the Company. The Board of Directors recommend passing of the resolution set out in item No. 3 of the accompanying Notice.

Except Mr. Rajesh Sharma, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in Item No. 3.

Other details:

Name of the Director	Mr. Rajesh Sharma
DIN	00020037
Designation	Managing Director
Date of Birth	February 28, 1970
Age	55 years
Nationality	Indian
Date of First Appointment on the Board	May 15, 2007
Qualifications	Chartered Accountant
Profile	Mr. Rajesh Sharma has more than twenty-five years of experience in Capital Market and Financial Advisory Services. Having founded Capri Global Capital Limited, today it has grown into one of India's leading Non-Deposit Taking Systemically Important Non-Banking Financial Companies (NBFC-ND-SI). He has rich experience in corporate finance, investment banking, merchant banking and asset financing. He is an expert in innovating financial products, designing investment strategies for clients and financial risk management. A qualified Chartered Accountant from the Institute of Chartered Accountants of India (ICAI), his business acumen is reflected in his understanding of the debt markets and his ability to strategize to benefit the entire stakeholder value chain. Building a business on the principles of ethics, economic empowerment and equitable growth, his vision is to establish one of India's premier financial institutions.
Last Remuneration drawn	₹3,00,00,000/- per annum for Financial Year 2024-25 and performance Incentive by way of Commission of up to 0.5% of the Net Profit of the Company for the Financial Year 2024-25
Remuneration to be paid	₹3,00,00,000/- per annum and performance Incentive by way of Commission of upto 0.5% of the Net Profit of the Company on annual basis
Number of Shares held in the Company during FY 2024-25	4000 Equity Shares
Number of Board Meetings attended	8/8

Directorships held in other Companies as on the Date of this Notice	1) Capri Global Holdings Private Limited 2) Capri Global Housing Finance Limited 3) Dnyaneshwar Trading and Investments Private Limited 4) Parshwanath Buildcon Private Limited 5) Capri Global Asset Reconstruction Private Limited 6) Capri Global Finance Private Limited 7) Capri Sports Foundation 8) Capri Global Wealth Management Private Limited 9) Capri Global Financial Services Private Limited
Relationship with other Directors, Key Managerial Personnel	He is not related to any of the Directors and Key Managerial Personnel of the Company.
Memberships/Chairmanships of Committees of public companies	Capri Global Capital Limited Asset Liability Management Committee - Chairman Wilful Defaulter Review Committee - Chairman Risk Management Committee - Member Stakeholders' Relationship Committee - Member Corporate Social Responsibility Committee - Member IT Strategy Committee - Member Customer Service Grievance Committee - Member Capri Global Housing Finance Limited Risk Management Committee - Chairman Asset Liability Management Committee - Chairman Wilful Defaulter Review Committee - Chairman Corporate Social Responsibility Committee - Member IT Strategy Committee - Member
Number of Stock Options	Nil
Equity listed Companies from which he resigned in the past 3 years	Nil